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B. KOHR

FEB 28 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK
DATE: 02/28/08
REF. #: 0164.81955
CORP. NAME: ACI HOLDINGS, LLC

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TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 524909 FOR \$ 125.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ACI Holdings, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

ACI Holdings (an APC Holding Company), LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. January 15th, 2008

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 6000 Metrowest Blvd., Suite 208

Orlando, FL 32835

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:


FRANTZ ALPHONSE, MANAGER, 6000 METROWEST BLVD., SUITE 208, ORLANDO, FL 32835

RICHARD POWELL, MANAGER, 6000 METROWEST BLVD., SUITE 208, ORLANDO, FL 32835

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

ANY AND ALL LAWFUL BUSINESS ACTIVITY



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Patricia Tadlock, Authorized Representative

Typed or printed name of signee

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ACI Holdings, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

ACI Holdings (an APC Holding Company), LLC

2. The name and the Florida street address of the registered agent and office are:

CorpDirect Agents, Inc.

(Name)

515 East Park Avenue

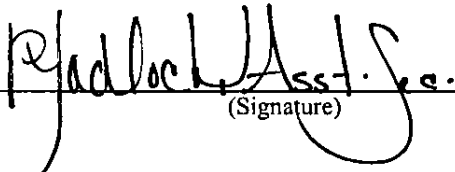
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, 32301

FL

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACI HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACI HOLDINGS, LLC" WAS FORMED ON THE FIFTEENTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4489916 8300

080174679



Harriet Smith Windsor
AUTHENTICATED BY Harriet Smith Windsor, Secretary of State

DATE: 02-18-08

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**WRITTEN ACTION TAKEN BY THE
MANAGER OF ACI HOLDINGS, LLC
IN LIEU OF A MEETING**

February 27, 2008

Adopting an Alternate Name to Transact Business in the State of Florida

THE UNDERSIGNED, being and constituting the manager (the "**Manager**") of **ACI HOLDINGS, LLC**, a Delaware limited liability company (the "**Company**"), pursuant to Section 18-404 of the Delaware Limited Liability Company Act, as the same shall be amended from time to time, does hereby consent to the following actions to be taken in lieu of a meeting:

WHEREAS, in connection with registering the Company to transact business in the State of Florida, the Manager learned that the name of the Company is unavailable for the purpose of transacting business in the State of Florida; and

WHEREAS, as a result, the Manager desires to adopt "**ACI HOLDINGS (AN APC HOLDING COMPANY), LLC**" (the "**Alternate Name**") as an alternate name of the Company under which the Company will transact business in the State of Florida.

NOW, THEREFORE, BE IT RESOLVED, that the Manager does hereby adopt the Alternate Name under which the Company will transact business in the State of Florida.

BE IT FURTHER RESOLVED, that the Company execute and deliver any and all documents relating to the adoption of the Alternate Name, including, without limitation, the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "**Application**").

BE IT FURTHER RESOLVED, that Patricia Tadlock, as an Authorized Representative of CorpDirect Agents, Inc., be and hereby is, authorized and directed in the name of and on behalf of the Company to execute and deliver the Application designating the Alternate Name and any and all documents described in or contemplated by the Application, and the execution and delivery thereof shall constitute approval and ratification by the Company.

BE IT FURTHER RESOLVED, that the Manager is authorized and directed, by and in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such certificates, documents and other instruments, and to take such further actions as the Manager may deem necessary or advisable in order to fully effectuate the purposes of this written action, and such actions may be taken by the Manager, as determined by the Manager.

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, the undersigned in adopting this Written Action Taken by the Manager of the Company in Lieu of a Meeting by signing his written consent thereto, does confirm, ratify, and approve the foregoing acts.

MANAGER:


FRANTZ ALPHONSE